

Andrzej Hildebrandt, M.A.

Sworn court translator of the English language
Quendi Language Services, www.quendi.pl, tel. +48 501 792 065, e-mail: ahildebrandt@quendi.pl

*****Translation from the Polish original*****

The Honorable James L. Robart

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

VIVENDI S.A. and VIVENDI
HOLDING I CORP., as the Assignee
of a U.S. Elektrim Bondholder,

Plaintiffs,

vs.

T-MOBILE USA, INC.; T-MOBILE
DEUTSCHLAND GMBH; T-MOBILE
INTERNATIONAL AG; DEUTSCHE
TELEKOM AG; and ZYGMUNT SOLORZ-
ZAK,

Defendants.

Case No. CV6-1524 JLR

DEFENDANT ZYGMUNT SOLORZ-ZAK'S
DECLARATION IN SUPPORT OF MOTION
TO DISMISS THIRD AMENDED
COMPLAINT

I, ZYGMUNT SOLORZ-ZAK, hereby declare as follows:

1. My native language is Polish. I do not read, write, or speak English. After I read and confirmed the accuracy of the statements set forth in this Declaration that were written in the Polish language, I approved the Polish language version of this Declaration. Thereafter, I was presented with an English translation of the Polish language version of this Declaration. I have affixed my signature to both the Polish and English language versions of this Declaration upon the representation by a certified Polish language translator that the English language version of this Declaration faithfully sets

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DEFENDANT ZYGMUNT SOLORZ-ZAK'S DECLARATION
IN SUPPORT OF MOTION TO DISMISS THIRD AMENDED
COMPLAINT - Case No. CV6-1524 JLR

KEESAL, YOUNG & LOGAN
1301 FIFTH AVENUE, SUITE 1515
SEATTLE, WA 98101
(206) 622-3790

1 forth what I state under oath in the Polish language version of this Declaration. I have personal
 2 knowledge of the matters set forth in the Polish language version of this Declaration, and if called to
 3 testify, I could and would competently testify (in Polish) to the matters set forth below.

4 2. This Declaration is submitted in support of Defendant Zygmunt Solorz-Zak's Motion
 5 to Dismiss Plaintiffs VIVENDI S.A. ("Vivendi") and VIVENDI HOLDING I CORP.'s ("VH1")
 6 (collectively, "Plaintiffs") Third Amended Complaint ("Motion to Dismiss") pending in the United
 7 States District Court, Western District of Washington at Seattle. I have never set foot in the State of
 8 Washington or had any personal or business dealings in
 9 with anyone who, to my knowledge, was in any way associated with or from the State of Washington.

10 3. I am a citizen of the Republic of Poland. My residence is located in Warsaw, Poland.

11 4. I do not own or rent, and have never owed or rented, any real property in the United
 12 States. I do not own, and never have owned, either directly or indirectly, any interest in any United
 13 States company. I do not have, and have never had, a bank account or securities account in the United
 14 States.

15 5. I have never filed a tax return in the United States. I have never filed a lawsuit in any
 16 state or federal court in the United States. Other than in the lawsuit filed by Vivendi S.A. in the
 17 United States District Court, Western District of Washington at Seattle, I have never been a defendant
 18 in any state or federal court in the United States.

19 6. I have never traveled to the United States for business nor have I ever conducted any
 20 business on behalf of any entity or on my own behalf while I was in the United States. Thus, while in
 21 the United States, I have never used the U.S. phone lines or the U.S. mails to conduct any business in
 22 the United States.

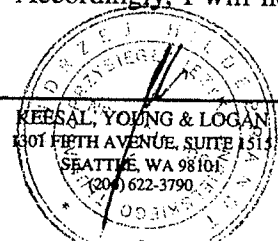
23 7. I have traveled to the United States on less than six occasions, and each time that I
 24 came to the United States, it was only for holidays. The longest of these holiday visits was
 25 approximately two weeks and most holiday visits were shorter in duration.

26 8. It is my understanding that the Motion to Dismiss need not, and hence does not,
 27 address the supposed "merits" of Plaintiffs' purported "claims" against me. Accordingly, I will not
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1 specifically comment on the numerous false and inaccurate allegations in Plaintiffs' Third Amended
 2 Complaint, but instead will simply provide the limited information set forth below concerning my
 3 business relationship with Elektrim.

4 9. Elektrim is a Polish company with its principal place of business in Warsaw, Poland.
 5 The corporate governance structure of Elektrim, like that of other Polish companies, consists of two
 6 components: a Management Board and a Supervisory Board. Under Polish law, a company's
 7 Management Board controls the day-to-day business operations of the company and represents the
 8 company in legal proceedings, whereas a company's Supervisory Board supervises the Management
 9 Board.

10 10. I am, and since 2003 have been, the Chairman of Elektrim's Supervisory Board. I am
 11 not, and never have been, a member of Elektrim's Management Board. My responsibilities as
 12 Chairman of Elektrim's Supervisory Board of Elektrim have been over the years discharged in Europe
 13 and I have never conducted any business whatsoever in the United States, or directed others associated
 14 with Elektrim to conduct business in the United States.

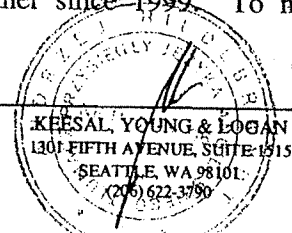
15 11. I am generally aware of the European litigation that is ongoing in Austria, Poland,
 16 Germany, France, Switzerland and Great Britain relating to the disputes between and/or among
 17 Vivendi, VH1, Elektrim and/or T-Mobile Deutschland GMBH, T-Mobile International AG and
 18 Deutsche Telekom AG (collectively, "DT") in regard to Elektrim Telekomunikacja sp. z o.o. ("Telco")
 19 and the Polska Telefonia Cyfrowa sp. zo.o. ("PTC") shares. Certain of those disputes, and in
 20 particular ownership of the disputed PTC shares, are to be resolved under Polish law, whereas other
 21 disputes, including claims pertaining to Elektrim Finance N.V. bonds, are governed by English law.
 22 None of the underlying disputes in Europe is governed by United States law.

23 12. My personal business papers are all located in Poland. To my knowledge, Elektrim
 24 documents relating to the disputes between and/or among Vivendi, VH1, Elektrim and/or DT in regard
 25 to Telco and the PTC shares are located in Poland, except to the extent that copies of certain of such
 26 documents may have been given to Elektrim's legal representatives in different European countries in
 27 connection with litigation that has been ongoing in one forum or another since 1999. To my
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1 knowledge, no Elektrim documents are located in the United States, generally, or in the State of
 2 Washington, specifically.

3 13. Plaintiffs' Third Amended Complaint identifies only two persons purportedly
 4 associated with Elektrim other than myself: Monika Halupczak and Dr. Marcin Olechowski. Both
 5 Ms. Halupczak and Dr. Olechowski are Polish citizens who reside in Poland. Ms. Halupczak is the
 6 former Director of Elektrim's legal department in Warsaw, Poland. Dr. Olechowski is a lawyer under
 7 Polish law with the Polish law firm Soltysinski Kawecki & Szlezak ("SK&S") in Warsaw, Poland
 8 which has acted as outside counsel for Elektrim. To my knowledge, Elektrim-related witnesses who
 9 could offer relevant testimony pertaining to the dispute between and/or among Vivendi, VH1,
 10 Elektrim and/or DT in regard to Telco and the PTC shares reside in Poland. No such witnesses are in
 11 the United States. In my judgment, requiring non-party Polish citizens to appear in the United States
 12 to testify about matters that they may have worked on in Poland related to (1) European transactions,
 13 (2) European business disputes, and (3) European arbitration and court proceedings, would be
 14 extremely inconvenient, disruptive, costly and unfair.

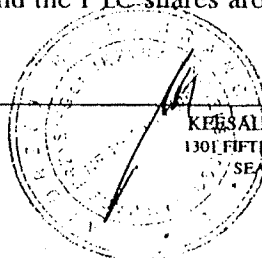
15 14. Because I live and work in Poland and because I have only visited the United States
 16 less than six times and have done so only for vacations, allowing Plaintiffs' lawsuit to proceed in this
 17 Honorable Court and forcing me to participate in legal proceedings in the United States – and in the
 18 State of Washington where I have never in my life been – will present significant burdens and
 19 inconvenience for me. In addition, having to defend a lawsuit in the United States that is duplicative
 20 of legal proceedings that have been pending and ongoing for years in Europe will also be extremely
 21 disruptive for me and will prevent me from fulfilling my business responsibilities to Elektrim and to
 22 other business entities with which I am involved in Poland.

23 15. Additionally, because I do not speak, read or understand English, I would have to
 24 engage a translator to attend court hearings in the United States with me at substantial expense and
 25 inconvenience. Not only would forcing me to participate in a foreign trial in the United States be
 26 extremely impractical, inconvenient and unfair to me given the fact that the disputes between and/or
 27 among Vivendi, VH1, Elektrim and/or DT in regard to Telco and the PTC shares arose in Europe and
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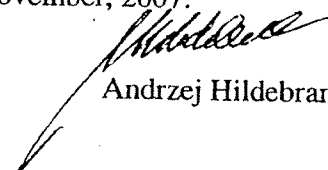
1 are currently being litigated in Europe, such a foreign trial could extremely prejudicial to me for the
 2 following reasons: (1) Washington State jurors may resent the trial being substantially prolonged as a
 3 result of my needing a translator to follow the proceedings; and (2) Washington State jurors may resent
 4 the fact that their tax dollars are being used (and perhaps wasted) in connection with a dispute that has
 5 no nexus to the United States, let alone the State of Washington.

6
 7 I declare under penalty of perjury under the laws of the United States that the foregoing is true
 8 and correct and that this Declaration was executed in Warsaw, Poland this 8 day of November
 9 2007.

10
 11
 12 
 ZYGMUNT SOLORZ-ZAK

13 *****end of the Polish text*****
 14 I, Andrzej Hildebrandt, sworn court translator of the English language, entered into the List of Sworn
 15 Translators maintained by the Minister of Justice under no TP/2169/06, hereby attest and certify the
 16 compliance of the above translation with the original, presented to me in the Polish language, in
 17 witness hereof I affix my stamp and hand this 8th day of November, 2007.

18 R/D no. 922/2007

19 
 Andrzej Hildebrandt, M.A.

